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August 4, 2020

British Columbia Securities Commission
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Vancouver, BC V7Y 1L2

Alberta Securities Commission
4th Floor, 300 – 5th Avenue SW
Calgary, AB T2P 3C4

Ontario Securities Commission
Suite 1903, 20 Queen Street West
Toronto, ON M5H 3S8

Dear Sirs/Mesdames,

**Re: Rain City Resources Inc. (the “Company”)
Escrow Agreement dated January 24, 2019 among the Company, National Issuer Services Ltd. and certain securityholders of the Company (the “Escrow Agreement”)
Proposed Escrow Transfers**

We write to advise of the proposed transfers of 3,000,001 escrowed common shares in the capital of the Company.

Each of of Richard Penn, Roman Rubin, Renat Mataev, and Alexander Tarasov (the “Escrow Holders”) has agreed to sell all of his common shares of the Company as currently held in escrow under the Escrow Agreement (aggregating 3,000,001 shares) to Crest Resources Inc. (“Crest”). Crest is a reporting issuer listed on the Canadian Securities Exchange.

Crest has executed and delivered to the Company an Acknowledgement and Agreement to be Bound by the Escrow Agreement (the “Acknowledgement”), as required by subsection 5.2(2)(b) of the enclosed Escrow Agreement. Pursuant to subsection 10.7 of the Escrow Agreement, we enclose a copy of the Acknowledgement; and in accordance with section 5.2(3) of the Escrow Agreement, confirm that the proposed escrow transfers will not occur before the date which is 10 days after the date of this letter.

We further confirm that the Company is a reporting issuer in British Columbia, Alberta and Ontario, and the British Columbia Securities Commission is the principal regulator. The Company’s shares are listed for trading on the Canadian Securities Exchange. The CSE has disclaimed any requirement to review the proposed escrow transfer. .

We trust you will find the foregoing to be in order.

Yours truly,

OWEN BIRD LAW CORPORATION

Jeffrey B. Lightfoot

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